

**CITY CLERK  
ORIGINAL**

**C-8448-2  
08/30/2013**

**AMENDMENT NUMBER TWO**

**TO AGREEMENT REGARDING 2013 WESTGATE PARKING AND LITIGATION STANDSTILL**

This AMENDMENT NUMBER TWO TO AGREEMENT REGARDING 2013 WESTGATE PARKING AND LITIGATION STANDSTILL (this "Amendment") is entered into effective as of August 30, 2013 (the "Effective Date") among the City of Glendale, Arizona (the "City"), Arizona Tourism and Sports Authority, d/b/a Arizona Sports and Tourism Authority ("AZSTA"), and Arizona Cardinals Football Club LLC (together with its affiliates, the "Cardinals")

WHEREAS, AZSTA, the Cardinals, and the City (collectively, the "Parties," and individually, "Party") are parties to an Agreement Regarding 2013 Westgate Parking and Litigation Standstill effective as of February 15, 2013, as amended by an Amendment Number One to Agreement Regarding 2013 Westgate Parking and Litigation Standstill effective as of June 30, 2013 (as so amended, the "Standstill Agreement"),

WHEREAS, the Parties have entered into a Tolling Agreement effective as of July 10, 2012, as amended by a First Amendment to Tolling Agreement effective as of September 4, 2012, and as further amended by the Standstill Agreement (as so amended, the "Tolling Agreement"), and

WHEREAS, the Parties desire to further amend the Standstill Agreement and to further amend the Tolling Agreement, in each case as set forth below,

NOW THEREFORE, in consideration of the agreements, promises, covenants, and provisions contained in this Amendment, the receipt and legal sufficiency of which are hereby acknowledged for all purposes, the Parties, intending to be legally bound, agree as follows:

1. The reference in Section 2 of the Standstill Agreement to "August 30, 2013" is hereby deleted and replaced with "January 31, 2014 "
2. The reference in Section 3 of the Standstill Agreement to "August 30, 2013" is hereby deleted and replaced with "January 31, 2014 "
3. The Standstill Agreement, as further amended hereby, and the Tolling Agreement, as further amended hereby, are hereby ratified, confirmed, and approved and remain in full force and effect
4. This Amendment may be executed in any number of duplicate originals, photocopies, facsimile copies, or pdf or other electronic copies, all of which (once each Party has executed at least one original or copy) will constitute one and the same instrument.

[SIGNATURES ON FOLLOWING PAGE]

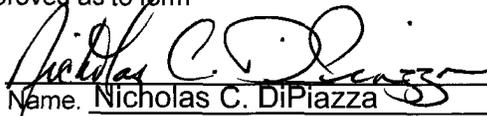
IN WITNESS WHEREOF, the Parties have signed this AMENDMENT NUMBER TWO TO AGREEMENT REGARDING 2013 WESTGATE PARKING AND LITIGATION STANDSTILL to be effective as of the Effective Date.

**CITY:**

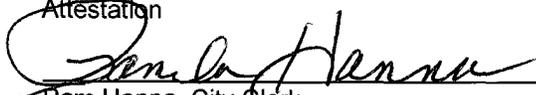
CITY OF GLENDALE, a municipal corporation

By:   
Name: Brenda S. Fischer  
Title: City Manager

Approved as to form

By:   
Name: Nicholas C. DiPiazza  
Title: Acting City Attorney

Attestation

  
Pam Hanna, City Clerk

**AZSTA:**

ARIZONA TOURISM AND SPORTS AUTHORITY,  
d/b/a ARIZONA SPORTS AND TOURISM  
AUTHORITY

By: \_\_\_\_\_  
Tom Sadler, President and CEO

**THE CARDINALS:**

ARIZONA CARDINALS FOOTBALL CLUB LLC

By: \_\_\_\_\_  
Michael J Bidwill, President

IN WITNESS WHEREOF, the Parties have signed this AMENDMENT NUMBER TWO TO AGREEMENT REGARDING 2013 WESTGATE PARKING AND LITIGATION STANDSTILL to be effective as of the Effective Date.

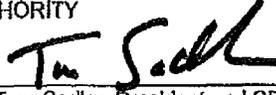
**CITY:**

CITY OF GLENDALE, a municipal corporation

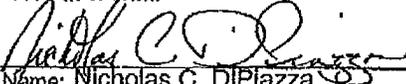
By:   
Name: Brenda S. Fischer  
Title: City Manager

**AZSTA:**

ARIZONA TOURISM AND SPORTS AUTHORITY,  
d/b/a ARIZONA SPORTS AND TOURISM  
AUTHORITY

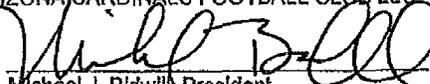
By:   
Tom Sadler, President and CEO

Approved as to form:

By:   
Name: Nicholas C. DiPiazza  
Title: Acting City Attorney

**THE CARDINALS:**

ARIZONA CARDINALS FOOTBALL CLUB LLC

By:   
Michael J. Bidwill, President

Attestation:

  
Pam Hanna, City Clerk